

ARTICLE I – NAME

1.1 The name of this North Carolina Nonprofit Corporation shall be Holly Springs Art Council, LLC

ARTICLE II – PURPOSE OF THE CLUB

2.1 The purpose of this North Carolina Nonprofit Corporation shall to engage in any lawful act or activity for which nonprofit corporations may be organized under the General Statutes of the State of North Carolina, including, but not limited to, promoting art (visual/performing) awareness and education.

2.2 *Mission Statement.* Promote art and artists in the greater Holly Springs area.

2.3 *Principal Office.* The Corporation shall have and continuously maintain in the State of North Carolina a principal office. The principal office may, but need not be, identical to the Corporation's registered office, and the address of the principal office may be changed from time to time by the Board of Directors.

ARTICLE III – MEMBERS

3.1 *Determination and Rights of Members.* The corporation shall have only one class of members. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the Articles of Incorporation, the Bylaws of this corporation, or provisions of law, all memberships shall have the same rights, privileges, restrictions and conditions.

3.2. *Qualifications of Members.* The qualifications for membership in this corporation are as follows: Members shall be anyone who is interested in supporting the corporation's efforts to promote art and artists in North Carolina.

3.3. *Admission of Members.* A complete membership application form and payment of annual dues must be submitted for consideration. Applicants shall be admitted to membership upon payment of membership application fee. The Board of Directors have the ability to veto any membership that the majority feel would violate the HSAC non-profit status of would negatively impact the HSAC.

3.3 *Number of Members.* There is no limit on the number of members the corporation may admit.

3.4 *Nonliability of Members.* A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

3.6 *Membership Roster.* The corporation shall keep a membership roster containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership.

3.7 *Nontransferability of Memberships.* No member may transfer a membership or any right arising there from. All rights of membership cease upon the member's death.

3.10 *Termination of Membership.* The membership of a member shall terminate upon the occurrence of any of the following events: (1) Upon his or her notice of such termination delivered to the President or Secretary of the corporation, such membership to terminate upon the date of delivery of the notice. (2) If this corporation has provided for the payment of dues by members, upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days

after delinquency. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following a member's notification (if any) of delinquency. (3) After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation. Any person expelled from the corporation shall receive a refund of dues already paid for the current dues period. All rights of a member in the corporation shall cease on termination of membership as herein.

ARTICLE IV – DUES

4.1 Annual dues are payable each January 1st. Membership categories and the amount of annual

dues are defined in the attached Bylaws. Membership categories and annual dues can be altered through a majority vote of the Board of Directors and confirming majority vote by the club membership at a regular meeting.

4.2. Member dues are payable in January & delinquent on March 1.

ARTICLE V – BOARD OF DIRECTORS

5.1 *General Powers and Duties.* The property, business, and affairs shall be managed, controlled, and directed by a Board of Directors. The Board of Directors shall have, and may exercise, any and all powers that are necessary or convenient to carry out the purposes of the Club and which support and foster the purposes of the Club as established in this Charter and its Bylaws. The Board of Directors shall formulate policy for the development and implementation of the Club's programs and shall be responsible for the operations of the Club.

5.2. *Formulation.* The Board of Directors shall consist of at least five (5) members, but no more than twenty (20) members. The Officers shall be elected by a ballot vote of the members. The other members of the Board of Directors shall comprise the Chairperson from each of the Standing Committees. A Chairperson for each Standing Committee will be elected by members from within the respective standing committee by a majority vote. The Chairperson shall serve a one year term. The duties of the Board of Directors shall be as provided in 5.3.

5.3 *Responsibilities.* The Board of Directors shall consist of the following Officers and Committee Chairpersons:

5.3.1 *President.* The President shall be the chief executive officer of the corporation and shall have general powers and duties of supervision and management usually vested in the office of the president of a corporation. He or she shall preside at all meetings of the members if present thereat, and in the absence or non-election of the Chairman of the Board of Directors, at all meetings of the Board of Directors, and shall have general supervision, direction and control of the affairs of the corporation. Except as the Board of Directors shall authorize the execution thereof in some other manner, he or she shall execute bonds, mortgages, and other contracts on behalf of the corporation, and shall cause the seal to be affixed to any instrument requiring it and when so affixed the seal shall be attested by the signature of the Secretary or Treasurer or an Assistant Secretary or Assistant Treasurer. The President shall be ex officio member of all

committees except the nominating committee, and shall administer the affairs of the club with the assistance of the Board of Directors.

5.3.2 Vice-President. The membership shall elect from among its members a Vice-President who shall preside at all meetings of the Board when the President is absent. In the event of the vacancy in the Office of the President, the Vice-President shall assume that office. Each Vice-President, if one or more be elected, shall have such powers and shall perform such duties as shall be assigned by the Board of Directors.

5.3.3 Secretary. The membership shall elect from among its members a Secretary that shall preside at all meetings of the Board when the Chair and Vice-Chair are absent. The Secretary shall give, or cause to be given, notice of all meetings of Members and Directors, and all other notices required by law or by these Bylaws, and in case of his absence, or refusal or neglect to do so, any such notice may be given by any person thereunto directed by the President, or by the Directors, or Members, upon whose requisition the meeting is called as provided by these Bylaws. He or she shall record all the proceedings of the meetings of the corporation and of directors and shall affix the seal to all instruments requiring it, when authorized by the Directors or the President, and attest the same. Further, the Secretary shall have additional powers and shall perform additional duties as shall be assigned by the Board of Directors. The Secretary shall attend all regular and special meetings of the club and be responsible for minutes of each meeting. The Secretary shall also keep a record of all members.

5.3.4 Treasurer. The membership shall elect from among its members a Treasurer. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the corporation. He shall deposit all moneys and other valuables in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, or the president, taking proper vouchers for such disbursements. He or she shall render to the President and the Board of Directors at the regular meetings of the Board of Directors, or whenever they may request it, an account of all his or her transactions as treasurer and of the financial condition of the corporation. If required by the Board of Directors, he or she shall be give the corporation a bond for the faithful discharge of his or her duties in such amount and with such surety as the Board shall prescribe.

5.4 Term. The Officers of the Board of Directors comprising the President, Vice-President, Secretary and Treasurer, shall be elected annually and serve a one year term. Election procedure is provided for in 5.5.

5.5 Election. Election of the Officers of the Board of Directors shall occur at the annual meeting. The Board of Directors including Officers and Committee Chairs will hold office for a one year period beginning on January 1st and ending on December 31st. Installation of the newly elected Board shall be held at the January meeting and duties of the Board will be assumed at that time.

5.5.1 The Officers of the Board of Directors shall be chosen by ballot at the annual meeting by the membership. Those persons receiving the highest number of votes shall be deemed to have been elected.

5.6 Vacancies. If the office of any director, member of a committee or other officer becomes vacant, the remaining directors in office, though less than a quorum, may by a

majority vote appoint any qualified person to fill the vacancy, and to hold office for the unexpired term or until a successor shall be duly chosen.

5.7 Nominations for Election of Officers. A Nominating Committee shall be established at the first meeting in September and consist of not fewer than three and not more than five members of the Board of Directors and one non-Board member. The President shall appoint one of the members to be Chairperson of the Committee. The Nominating Committee shall select nominees for the office of President, Vice-President, Secretary and Treasurer. All proposed nominees shall be approached as to their willingness to serve if elected, and their consent obtained before their name shall be nominated. The Nominating Committee shall report their results at the general monthly meeting that precedes the annual club meeting at which elections occur.

5.8 Compensation. Members of the Board shall receive reasonable travel and subsistence expenses. No further compensation shall be allowed to members of the Board with the exception that by resolution of the Board, a fixed fee and expenses of attendance may be allowed for attendance at each meeting. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity as an officer, agent or otherwise, and receiving compensation therefore.

5.9 Resignation. Any director, member of a committee or other officer may resign at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective.

5.10 Removal. Any director or directors may be removed from office either for or without cause at any time by the affirmative vote of a majority of all the membership outstanding and entitled to vote, at a special meeting of the members called for such purpose, and the vacancies thus created may be filled, at the meeting held for the purpose of removal, by the affirmative vote of a majority of the members present at such meeting and entitled to vote. Any Board Member proposed to be removed shall be entitled to at least five days notice in writing by mail of the meeting at which such removal is to be voted upon

5.11 Liability of Directors in Certain Cases A Director shall not be liable for such Directors' acts as such if he or she is excused from liability under the North Carolina Nonprofit Corporation Act; and, in addition, to the fullest extent permitted by such Act, each Director (and also each Officer) shall, in the discharge of any duty imposed or power conferred upon such Director (or Officer) by the Corporation, be fully protected if, in the exercise or ordinary care, such Director (or Officer) acted in good faith and reliance upon the written opinion of an attorney for the Corporation, the books of account or reports made to the corporation by any of its officials, or by any independent certified public accountant, or by an appraiser selected with reasonable care by the Board of Director, or in reliance upon other records of the Corporation.

ARTICLE VI – STANDING COMMITTEES

6.1 The HSAC shall have at least the following Standing Committees. Each committee being constituted as provided in the Bylaws and having the duties assigned therein:

6.1.1 Communication Committee

6.1.3 Events/Activities Committee

6.1.4 Membership Committee

6.2 *Other Committees.* Additional Standing Committees or other Special Committees may be provided as needed. The Standing Committees shall be defined and appointed by the Board of Directors or as provided in the Bylaws, as soon as feasible, after the election of the officers and shall continue to function until their successors qualify.

6.3 *Special Committees.* The Chairpersons of Special Committees created for a special or temporary purpose that is not a Standing Committee shall not be part of the Board of Directors and shall not participate in Board voting.

6.4 *Standing Committee Functions:*

6.4.1 *Communication Committee.* The duties of the Communication Committee shall be to communicate internal and external communications of the HSAC. The Chairperson shall serve as a member of the Board of Directors.

6.4.3 *Events/Activities Committee.* The duties of the Events/Activities Committee shall be to organize and plan speakers, provide educational activities, hospitality and outings of the HSAC. They shall also be responsible for updating the club calendar. The Chairperson shall serve as a member of the Board of Directors.

6.4.4 *Membership Committee.* The duties of the membership committee shall be to consider ways and means of increasing the club's membership and with the approval of the Board of Directors, to instigate and direct any campaign for that purpose. It shall also be their duty to see that all visitors, and therefore prospective members, be properly welcomed at meetings. The Membership Committee will process submitted membership application forms from prospective members and forward for consideration by the Board of Directors. The Chairperson shall serve as a member of the Board of Directors.

6.4.5 *Election of Standing Committee Chairpersons.* Each Standing Committee shall elect by a majority vote from within its respective Committee, a Chairperson of the Standing Committee. The Chairperson of each Standing Committee shall serve as a member of the Board of Directors. Standing Committee Chairpersons can serve multiple successive annual terms. A Standing Committee Chairperson shall be elected annually by those members comprising the Standing Committee.

ARTICLE VII – MEETINGS

7.1 *Regular Membership Meetings.* Regular meetings of the members shall be held at such time as may be designated from time to time by resolution of the Board of Directors.

7.2 *Place of Meetings.* Meetings of members shall be held at such place or places as may be designated from time to time by resolution of the Board of Directors.

7.3 *Board of Director Meetings.* A Board of Director meeting shall be held as needed or at a frequency decided by the Board of Directors. Such other meetings may be held as specified by the Board of Directors or as provided in the By-Laws. Business matters and decisions of the Board of Directors can occur by Proxy vote, including mail, email, fax, telephone or a manner deemed acceptable by the Board.

7.4 *Annual Membership Meeting.* An annual Club meeting will occur for the purpose of electing the Officers of the Board of Directors.

7.5 Meeting Procedures. All business meetings of the club shall be conducted in accordance with Robert's Rules of Order. Meetings of members shall be presided over by the President or, if there is no President or, in his or her absence, by the Vice-President of the corporation or, in the absence of all of these persons, by a Chairperson chosen by a majority of the voting members, present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting. Meetings shall be governed by such procedures as may be approved from time to time by the board of directors, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

7.6 Special Meetings of Members. Special meetings of the members shall be called by the Board of Directors, or the President of the corporation, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the members.

7.7 Standing Committee Meetings. Standing Committee meetings shall take place at a frequency decided by the Standing Committee Chairperson or by the Board of Directors.

7.8 Special Committee Meetings. Special or Temporary Committee meetings shall take place at a frequency decided upon by the appointed or elected Chairperson of the Special Committee or by the Board of Directors.

7.10 Majority Action as Membership Action. Every act or decision done or made by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater number determined by the Board of Directors.

ARTICLE VIII – QUORUM

8.1 Quorum for Meetings. A quorum shall consist of any number of members of the corporation.

Except as otherwise provided under the Articles of Incorporation, this Charter, or provisions of law, no business shall be considered by the members at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

ARTICLE IX – FISCAL YEAR

9.1 The fiscal year of the club shall be from January 1, to December 31.

ARTICLE X – CHARTER AMENDMENTS

10.1 Any proposed revocation, addition, or amendment to this Charter may be made as follows:

10.1.1 A proposed revocation, addition, or amendment may be initiated by a majority affirmative vote of the Board of Directors or by not less than three members in good standing that are not members of the Board.

10.1.2 Proposals must be in writing and duly signed by said Directors or members at a business meeting of the HSAC, at which at least a quorum is present.

10.1.3 Proposals shall be discussed and if a quorum is not present, be tabled until the next business meeting for which at least a quorum is present, when it shall be voted upon by verbal or written ballot as decided by the Board of Directors.

10.1.4 To be adopted, proposals by club members that are not members of the Board of Directors must be passed by two-thirds of the qualified voters present.

10.1.5 All revocations, additions or amendments to this Charter shall be recorded on the page titled: "Charter Amendments of the Bass Lake Photo Club".

ARTICLE XI – BYLAWS

11.1 Bylaws not in conflict with this Charter may be enacted, amended, or revoked by a majority vote of the Board of Directors, subject to ratification by a majority vote of at least a quorum of members at a regular meeting or at a special meeting.

11.2 Proposal for enactment, amendment, or revocation of Bylaws may be made by a majority affirmative vote of the Board of Directors, or by a letter undersigned by at least five (5) club members in good standing, and presented by a motion at a regular or special business meeting at which at least a quorum is present.

11.3 Any such proposed new Bylaw, or Bylaw amendment, or Bylaw revocation shall not be

voted upon until the next business meeting following the one at which it was proposed.

To be adopted it must be passed by at least a majority of members present.

11.4 *Bylaws Attachment Page.* Any new, amended or revoked Bylaws shall be recorded on the attached page titled: "Bylaws of the Bass Lake Photo Club".

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ARTICLE XII – PROHIBITION OF DIVIDENDS

12.1 *Prohibition of Dividends.* No part of the net earnings of the corporation shall inure to the benefit of, or be distributable, as dividends or in any other manner, to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the Articles of Incorporation. Further, upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organizations organized and operated exclusively for charitable, religious, or fraternal purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII – CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

13.1 *Contracts.* The Board of Directors shall by resolution determine who may enter into contracts or execute and deliver instruments in the name of and on behalf of the Corporation. The Board of Directors may grant such authority generally, or it may confine its grant of such authority to specific instances.

13.2 Checks, Drafts, Etc. The Board of Directors shall by resolution determine who may sign checks, drafts and the like in the name of and on behalf of the Corporation and set the limits of such signatures and the number of signatures required. The Board of Directors may grant such authority generally, or it may confine its grant of such authority to specific instances.

13.3 Deposits. All funds of the corporation shall be deposited from time to time to the credit of the Corporation in such depository or depositories as the Board of Directors may select.

13.4 Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for any special or general purpose of the Corporation.

I certify that the above Charter and Bylaws were duly adopted at the Initial Meeting of the Board of Directors of the Holly Springs Art Council.